

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the next Annual General Meeting of Blacktown Workers' Club Ltd ACN 000 858 006 (the '**Club**') will be held at Workers Blacktown, 55 Campbell Street, Blacktown, New South Wales 2148 at **9.00am Sunday 4 May 2025**.

BUSINESS

- I. Apologies.
- II. Confirmation of the Minutes of the previous Annual General Meeting (**AGM**) held on 5 May 2024.
- III. To receive and consider the Directors' Report.
- IV. To receive and consider the Financial Report and the Auditor's Report.
- V. To consider and, if thought fit, to pass Ordinary Resolution **1** to approve Directors' benefits.
- VI. To consider and, if thought fit, to pass Ordinary Resolution **2** to approve Directors' Honoraria.
- VII. To consider and, if thought fit, to pass Ordinary Resolution **3** to approve Life Members, VIP members and Tin Shed members benefits.
- VIII. To consider and, if thought fit, to pass Special Resolutions **1** and **2** to amend the Club's Constitution.
- IX. To declare the results of the 2025 Board election.
- X. To hold the annual election of the Executive.
- XI. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the AGM (if any have been received).
- XII. Any other business brought forward in accordance with the Club's Constitution.

NOTES:

Members can view and download the Club's Annual Report for the financial year ending 31 December 2024 on the Club's website www.workerslifestylegroup.com.au by clicking on 'Publications'. The Club will send a copy of the Annual Report by email or post to any Full Member who makes a written request to the Chief Executive Officer.

The Club is able to send members Notices of AGMs and special General Meetings, along with associated materials such as Board election information, electronically. If you need to update your email address and/or mobile phone number, please notify the Club in writing.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1

That pursuant to the *Registered Clubs Act 1976* (NSW) the members approve and agree to the members of the Board receiving the following benefits to a total value not exceeding \$200,000 (plus GST) during the period preceding the next Annual General Meeting, and, the members further acknowledge that these benefits are not available to members generally but only to those members who are elected as Directors of the Club and those other members referred to in this resolution:

- 1 A reasonable meal and refreshment to be associated with each Board meeting of the Club;
- 2 The reasonable costs of Directors and their partners attending functions (including, but not limited to, corporate sponsorship/box events, promotions, and charity events) on behalf of the Club;
- 3 The right for Directors to incur reasonable expenses in travelling to and from Directors' meetings or to other constituted meetings as approved by the Board from time to time to be reimbursed on the production of invoices, receipts or other proper documentary evidence of such expenditure;

- 4 The reasonable cost of Directors and partners attending ClubsNSW meetings and meetings of other Associations of which the Club is a member;
- 5 The reasonable costs of Directors attending seminars, trade displays, organised study tours, fact finding tours and other similar events as may be determined by the Board from time to time;
- 6 The reasonable costs of Directors attending other registered clubs and other venues which are the same or similar as facilities that are operated (or proposed to be operated) by the Club, for the purpose of viewing and assessing their facilities and the method of operation provided such attendances are approved by the Board as being necessary for the benefit of the Club;
- 7 The provision of Board apparel for the use of Directors when representing the Club and dry-cleaning costs as required;
- 8 The provision of car parking spaces adjacent to the Club for Directors;
- 9 The reasonable costs of entertaining guests of the Club; and
- 10 The reasonable costs of an annual dinner for the Board and their partners.

EXPLANATORY NOTES – ORDINARY RESOLUTION 1

- 1 Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**) benefits may only be given to Directors and others representing the Club, which are not also available to every Full Member of the Club, if those benefits are approved by ordinary resolution of the members.
- 2 Ordinary Resolution 1 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

ORDINARY RESOLUTION 2

That the members approve the payment of the following honoraria to the Directors of the Club to the total aggregate sum of \$227,784.50 per annum (plus superannuation required to be paid by law) to be paid monthly in arrears for every month a Director holds office, in respect of services to the Club for the period preceding the next Annual General Meeting, allocated as follows:

- 1 President – \$31,827.00 per annum (approximately \$2,652.25 per month);
- 2 Each other member of the Board Executive (Senior Vice President, Vice President and Treasurer) – \$26,522.50 per annum (approximately \$2,210.21 per month); and
- 3 Each other Director – \$23,278.00 per annum (approximately \$1,939.83 per month),

provided that if any Director serves in office for any period of less than a calendar month, then the payment for that month will be prorated on a daily basis.

EXPLANATORY NOTES – ORDINARY RESOLUTION 2

- 1 Under the *Registered Clubs Act* honoraria payable to the President and other Directors must be approved by ordinary resolution. Members are advised that where required by law, the Club will make superannuation contributions in addition to the honoraria at a level which is sufficient to ensure that the Club is compliant with superannuation guarantee legislation.
- 2 The Board has increased the amounts from the previous year by way of a fixed percentage of 3%. The Board intends that in subsequent years, these amounts will be increased by way of a fixed percentage of 3% or the Fair Work Commission Wage Decision increase percentage, whichever is greater, in recognition of the increased workload on the Club's board due to enhanced compliance obligations and the greater responsibilities arising from the Club's upcoming projects.

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| 3 | Ordinary Resolution 2 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution. |
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ORDINARY RESOLUTION 3

That pursuant to the *Registered Clubs Act 1976* (NSW) the members approve and agree to expenditure by the Club of an amount not exceeding \$10,000 (plus GST) during the period preceding the next Annual General Meeting for special events held for Life Members, VIP Members and other members being the original holders of membership known as the 'Tin Shed Members' including the annual lunch, and such expenditure may include arranging and providing transport for any Life Member, VIP Member or Tin Shed Member to and from such an event if considered appropriate by the Board.

EXPLANATORY NOTES – ORDINARY RESOLUTION 3

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| 1 | This resolution is proposed to enable the Board to approve expenditure, within the limit set out in the resolution, to provide benefits associated with the annual lunch and other special events to recognise our Life Members, VIP Members and Tin Shed members. The resolution acknowledges that there may be circumstances where it is appropriate to provide transport for some of those members in order to enable them to attend. |
| 2 | Ordinary Resolution 3 will be passed if a simple majority of the members present at the AGM who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution. |

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1

The members hereby approve that the Constitution of Blacktown Workers' Club Ltd ACN 000 858 006 (**Club**) be amended by deleting existing Rule 7.10(a)(i) and replacing it with the following new Rule 7.10(a)(i):

"7.10(a)(i) a person whose permanent place of residence is in New South Wales. Subject to any minimum distance as may be prescribed by the Registered Clubs Act, the Board may from time to time determine by By-Law a minimum distance of residence from the Club's Licensed Premises for a person to qualify for temporary membership under this Rule;"

EXPLANATORY NOTES – SPECIAL RESOLUTION 1

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| 1 | Existing Rule 7.10(a)(i) provides that a person may only be admitted as a Temporary member of the Club if the person's permanent place of residence in New South Wales is not less than a distance proposed by the Board (provided that such distance is not less than 5km from the Club's premises). |
| 2 | The NSW Government recently passed the Vibrancy Reforms, which abolished the deemed rule contained in section 30(3B) of the Registered Clubs Act (which applied to all registered clubs) that persons are only eligible to attend as Temporary members of a registered club if they reside a minimum of 5km from the premises of the registered club they are attending. |
| 3 | If Special Resolution 1 is passed, existing Rule 7.10(a)(i) will be amended. This will remove the requirement for a person that lives within 5km of the Club's premises from having to become a member of the Club prior to being able to access the Club's premises. The amendment is consistent with the changes to the Registered Clubs Act as part of the NSW Government's Vibrancy Reforms. However, it will still give the Board flexibility to determine a minimum distance of residence for temporary membership (without needing to amend the Constitution in the future). |
| 4 | Special Resolution 1 will be passed if a three-quarters majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution. |

SPECIAL RESOLUTION 2

The members hereby approve that the Constitution of Blacktown Workers' Club Ltd ACN 000 858 006 (**Club**) be amended by deleting existing Rule 17.5(b)(i) and replacing it with the following new Rule 17.5(b)(i):

"17.5(b)(i) The ballot for the number of positions on the Board up for election in that year will take place between the hours of 10am and 7pm over five days being Wednesday, Thursday, Friday, Saturday and Sunday in the week before the Annual General Meeting, such that voting will close at 7pm on the Sunday which is one week before the Annual General Meeting."

EXPLANATORY NOTES – SPECIAL RESOLUTION 2

- 1 Existing Rule 17.5(b)(i) provides that ballots for Board elections will take place across three (3) days in the week preceding an annual general meeting, being Friday, Saturday and Sunday.
- 2 The proposed change to this Rule will see this 3-day period to cast votes for Board elections increased to a 5-day period (with the inclusion of the Wednesday and Thursday in the week preceding an annual general meeting). This proposed change to existing Rule 17.5(b)(i) will provide members with improved flexibility in accessing the Club's premises to cast a vote.
- 3 For completeness, if Special Resolution 2 is approved, the 5-day voting period will take effect on and from the conclusion of the 2025 Annual General Meeting and will therefore apply for the ballot process in the leadup to the Club's 2026 Annual General Meeting – i.e., the voting period for the Club's 2025 Annual General Meeting will be spread across 3 days as is prescribed by existing Rule 17.5(b)(i).
- 4 Special Resolution 2 will be passed if a three-quarters majority of the members present at the Annual General Meeting who are entitled to vote and who cast a vote on the resolution, vote in favour of the resolution.

GENERAL NOTES FOR MEMBERS

- 1 Financial Life members, HCC Life Members, VIP members and Club members present at the AGM are entitled to vote on each Ordinary and Special Resolution.
- 2 Each Special Resolution must be considered as a whole and the substance cannot be amended by motions on the floor.
- 3 Employees of the Club are prohibited from voting and proxy voting is prohibited under the Registered Clubs Act.
- 4 A copy of the Club's current Constitution is available to members on request from the Club's office.
- 5 Members wishing to attend must register with the Returning Officer at the AGM to verify their eligibility and obtain any voting papers, and registration will open at 8.00am on the day. Members are reminded to be in attendance in time to register before the meeting commences at 9.00am.

BY ORDER OF THE BOARD

MORGAN STEWART

Chief Executive Officer & Secretary

11 March 2025